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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

TDN Partners LLC

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☐ ARTICLES ONLY

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input checked="" type="checkbox"/>	Other LLC

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCHED

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7/11/98

Ordered By: _____

Date: _____

ARTICLES OF ORGANIZATION
OF TDN PARTNERS, L.L.C.

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ARTICLE I
NAME

The name of the limited liability company shall be TDN PARTNERS, L.L.C. (the "Company"), and its principal place of business and mailing address shall be 1655 Washington Avenue, Suite 1, Miami Beach, Florida 33139, County of Miami-Dade, State of Florida. The Company shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II
PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business to have and exercise all of the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein or otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and

immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others, whether incidental or pertaining to, or growing out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of the Company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the Company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III PROFITS AND LOSSES

(a) Sharing of Profits. The members shall be entitled to the net profits arising from the operation of the Company's business that remain after the payment of the expenses of conducting such business. Each member shall be entitled to a distributive share of the profits in accordance with the percentage of interest each member owns unless otherwise provided pursuant to regulations adopted by the members.

(b) Losses. All losses that occur in the operation of the Company's business shall be paid out of the capital of the Company and the profits of the business.

ARTICLE IV LIMITED LIABILITY COMPANY MANAGEMENT

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of the Company shall be managed under the direction of one or more managers. The name and address of the manager who is to serve until the first annual meeting of members or until successors are elected and qualify is as follows:

Heman Bhojwani
14731 Dade Pine Avenue
Miami Lakes, Florida 33014

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ARTICLE V
DURATION

The Company shall exist for a period of twenty five (25) years, unless sooner dissolved or extended further in a manner provided by law, or as provided in the regulations adopted by the members. Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business only if unanimously agreed by such remaining members.

ARTICLE VI
PRINCIPAL PLACE OF BUSINESS

The principal office of the Company shall be located at 1655 Washington Avenue, Suite 1, Miami Beach, Florida 33139.

ARTICLE VII
INITIAL REGISTERED OFFICE AND
REGISTERED AGENT

The name and address of the initial registered Agent/Office of the Company is Atrium Registered Agents, Inc. 1500 San Remo Avenue, Suite 125, Coral Gables, Florida 33146.

ARTICLE VIII
RESTRICTIONS ON MEMBERSHIP

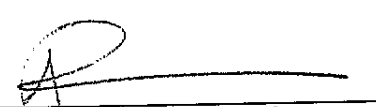
Members shall have the right to admit new members by the consent of all of the existing members. Contributions required of new members shall be determined as of the time of their admission to the Company.

The undersigned, being an original member of the Company, hereby certifies that the foregoing constitutes the proposed Articles of Organization of TDN PARTNERS L.L.C.

Executed on September _____, 1998.

TDN PARTNERS L.L.C.,
Member

By:


HEMAN BHOJWANI, Member

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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The undersigned member of **TDN PARTNERS, L.L.C.**, after being duly sworn, deposes and says:


1. The above named limited liability company has at least one member/manager.
2. The total amount of cash contributed by the managers is Thirty Eight Thousand Dollars (\$38,000.00).
3. The agreed value of property, if any, other than cash contributed by managers is N/A. A description of the property (if any) is attached and made a part hereof.
4. The total amount of cash or property anticipated to be contributed by the managers is Two Hundred and Fifty Thousand Dollars (\$250,000.00). This includes amounts from 2 and 3 above.


HEMAN BHOJWANI, Member

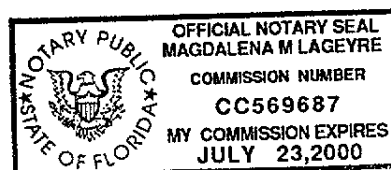
STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 8th day of September, 1998, by _____, who is personally known to me or who has produced FDL as identification.

(SEAL)

Signature of Notary Public
Magdalena M. Lageyre
Printed Name of Notary Public

NOTARY PUBLIC
Title



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT DESIGNATING ITS REGISTERED OFFICE AND REGISTERED AGENT IN
FLORIDA.

1. The name of the limited liability company is

TDN PARTNERS, L.L.C.

The name and address of the registered agent and office is:

Atrium Registered Agents, Inc.
1500 San Remo Avenue, Suite 125
Coral Gables, Florida 33146

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY AT THE PLACE
DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS
REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE
TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER
AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND
ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED
AGENT.



ROBERT A. STAMEN, Vice President

Date: _____